

S&DC-S/N **Statement and Designation by
Foreign Corporation**

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. *Note:* If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$600 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
Secretary of State
State of California

FEB 17 2015

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This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/befiling-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., [list the exact name] which will do business in California as [list the proposed assumed name].* For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/befiling-name-availability.htm.)

① Particle Media, Inc.

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. Corporation Service Company Which Will Do Business In California As CSC-Lawyers Incorporating Service

Agent's Name

b.

Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. Jingqiu International Tower B Ste 404, 6 Zhichun Rd, Haidian District, Beijing, China, 10001

Street Address of Principal Executive Office - Do not list a P.O. Box City (no abbreviations) State Zip

b.

Street Address of Principal Office in California, if any - Do not list a P.O. Box City (no abbreviations) State Zip

c.

Mailing Address of Principal Executive Office, if different from 4a or 4b City (no abbreviations) State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

Zhaohui Zheng
Sign here

Zhaohui Zheng

Print your name here

CEO

Your officer title

Make check/money order payable to: **Secretary of State**

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARTICLE MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PARTICLE MEDIA, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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A handwritten signature of Jeffrey W. Bullock in black ink.
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 2125154

DATE: 02-17-15
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